

STATE OF NEW HAMPSHIRE

Filing fee: \$35.00 (SEE TOTAL FEES AT BOTTOM OF PAGE 2)  
Use black print or type.  
Leave 11, margins both sides.

Form No. C 3  
RSA 304-A:56 &  
RSA 304-B

CERTIFICATE OF CONVERSION  
NEW HAMPSHIRE GENERAL PARTNERSHIP TO A  
NEW HAMPSHIRE LIMITED PARTNERSHIP

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE UNIFORM PARTNERSHIP ACT, THE  
UNDERSIGNED DOMESTIC GENERAL PARTNERSHIP SUBMITS THE FOLLOWING CERTIFICATE OF  
CONVERSION:

FIRST: The general partnership was formed in New Hampshire on  
(date) \_\_\_\_\_  
\_\_\_\_\_(Note 1)

SECOND: The name of the general partnership immediately prior to the  
filing of this certificate: \_\_\_\_\_  
\_\_\_\_\_

THIRD: The domestic general partnership has converted to a domestic  
limited partnership.

FOURTH: All of the partners approved the conversion.

FIFTH: The name of the limited partnership as set forth in its  
certificate of New Hampshire limited partnership: \_\_\_\_\_  
\_\_\_\_\_(Note 2)

SIXTH: The plan of conversion is on file at the principal place of business of the limited partnership at (business address) \_\_\_\_\_

\_\_\_\_\_ and a copy of the plan of conversion will be furnished by (name of limited partnership) \_\_\_\_\_ on request and without cost, to any interest holder of (name of general partnership) \_\_\_\_\_

Dated \_\_\_\_\_

Name of general partnership: \_\_\_\_\_

By \_\_\_\_\_  
Signature of its duly authorized partner

\_\_\_\_\_  
Print or type name

Note 1: If the general partnership changed its jurisdiction immediately prior to the conversion, enter state previously formed.

Note 2: If the limited partnership name is the same name as a registered trade name, written consent or a discontinuance form for the trade name signed by all registrants of the trade name, must be submitted with the Certificate of New Hampshire Limited Partnership (form LP-1) .

MAIL ORIGINAL AND ONE EXACT OR CONFORMED COPY with **CERTIFICATE OF NEW HAMPSHIRE LIMITED PARTNERSHIP (Form LP-1), Form SRA AND TOTAL FEES of \$120.00**  
TO: Secretary of State, State House, Room 204, 107 North Main Street, Concord NH 03301-4989.

STATE OF NEW HAMPSHIRE

Fee for Form SRA: \$50.00  
Filing fee: \$35.00  
Total fees \$85.00  
Use black print or type.

Form No. LP-1  
RSA 304-B:8

CERTIFICATE OF  
NEW HAMPSHIRE LIMITED PARTNERSHIP

LIMITED PARTNERSHIP NAME \_\_\_\_\_  
(must contain the words "limited partnership" without abbreviation)

OFFICE ADDRESS \_\_\_\_\_  
(where required records are to be kept)

AGENT \_\_\_\_\_

AGENT'S ADDRESS \_\_\_\_\_

The capital stock will be sold or offered for sale within the meaning of  
RSA 421-B. (Uniform Securities Act)

GENERAL PARTNER(S):

NAME(S):	BUSINESS ADDRESS(ES):
_____	_____

SIGNED: _____	_____
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_____	_____
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SIGNED: _____	_____
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_____	_____
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SIGNED: _____	_____
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_____	_____
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SIGNED: _____	_____
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(all general partners must sign, under penalties of perjury)

LATEST DATE LIMITED PARTNERSHIP TO BE DISSOLVED: \_\_\_\_\_

OTHER MATTERS (Attach additional sheets as necessary):

Dated \_\_\_\_\_, \_\_\_\_\_

Mail TOTAL FEES OF \$85.00, DUPLICATE ORIGINALS OF THIS FORM (ORIGINAL  
SIGNATURES ON BOTH) AND ONE FORM SRA to: Corporation Division, Department of State  
107 N Main St., Concord, NH 03301-4989.

# Form SRA – Addendum to Business Organization and Registration Forms

## Statement of Compliance with New Hampshire Securities Laws

### Part I – Business Identification and Contact Information

Business Name: \_\_\_\_\_

Business Address (include city, state, zip): \_\_\_\_\_

Telephone Number: (\_\_\_\_\_) \_\_\_\_\_ E-mail: \_\_\_\_\_

Contact Person: \_\_\_\_\_

Contact Person Address (If Different): \_\_\_\_\_

**Part II – Check ONE of the following items in Part II [PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. *However*, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:**

1. \_\_\_\_\_ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
  - A) This business has **10 or fewer owners**; and
  - B) Advertising *relating to the sale of ownership interests* has not been circulated; and
  - C) Sales of ownership interests – if any – will be **completed within 60 days** of the formation of this business.
2. \_\_\_\_\_ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - \_\_\_\_\_.
3. \_\_\_\_\_ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - \_\_\_\_\_.
4. \_\_\_\_\_ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

### Part III – Check ONE of the following items in Part III:

1. \_\_\_\_\_ This business **is not** a New Hampshire corporation or limited partnership. (*ALL* LLC's should check this item.)
2. \_\_\_\_\_ This business **is** a New Hampshire corporation or limited partnership and the articles of incorporation or certificate of limited partnership states whether capital stock or interests will be sold or offered for sale.

### Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): \_\_\_\_\_ Signature: \_\_\_\_\_

Name (print): \_\_\_\_\_ Signature: \_\_\_\_\_

Name (print): \_\_\_\_\_ Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**Instructions for**  
**Form SRA – Addendum to Business Organization and Registration Forms**  
**Statement of Compliance with New Hampshire Securities Laws**

This form is required for all businesses being formed or registering in the state of New Hampshire. New Hampshire law requires that before your application for business registration is accepted, you must provide a statement that your business has complied with the state's securities law. A security is an ownership interest in a business. For example, a share of stock is a security and so is an interest in a limited liability company or a limited partnership. So, for example, if you and your spouse own the sole interests in a limited liability company, those interests are securities. Generally, a business that issues securities in New Hampshire must either register the securities with the New Hampshire Bureau of Securities Regulation or claim a valid exemption. There are several exemptions from the requirement to register securities. The most common exemption is the exemption described in Part II, Item 1.

Please read the following instructions for each part of Form SRA. These instructions will help you to provide accurate responses.

**Part I:** Please provide the business name and address, including number, street, city, state and zip code. In addition, please provide the business telephone number, e-mail address – if any – a contact person name and the contact person's full address if different from the business address.

**Part II:** Check only **ONE** item in this part.

1. Your business is qualified for the exemption from registration in Item 1 if it meets ***ALL*** of the requirement listed in A), B), and C) below:
  - A) The business has 10 or fewer owners. So, for example, if you and your wife are forming a limited liability company and there are no other owners, you meet this requirement for an exemption; AND
  - B) Advertising relating to the sale of ownership interests in your business has not been circulated. Please note that this requirement asks whether you have circulated advertising ***related to the offer or sale of ownership interests***. This requirement does not address advertising related to the sale of your products or services. So, for example, if you advertise that you are selling shares of stock in your corporation, then you do not meet this requirement and cannot claim the exemption; AND
  - C) Sales of ownership interests – if any – will be completed within 60 days of the formation of the business. If you do not intend to sell any further ownership interests in your business, then you meet this requirement for an exemption. If you intend to sell more ownership interests in your business and will complete all sales within 60 days, then you meet this requirement. However, if the sale of any ownership interests will occur later than 60 days after the formation of the business, you do not meet this requirement and cannot claim the exemption.

If you meet all of these requirements, you may then check off Item 1 and claim this exemption.

2. If you can claim a different registration exemption from the one listed in Item 1 or if you are offering federal covered securities that only require a notice filing in New Hampshire, you should check Item 2. In addition, you must cite the statute for the exemption which you are claiming or for the type of notice filing you are making.
3. If a New Hampshire business or a business formed in a state other than New Hampshire intends to offer ownership interests for sale and is not subject to any exemption from registration, the securities must be registered with the Bureau of Securities Regulation. If this is the case, you should check Item 3. In addition, you should provide us with the date that you registered the securities or that you intend to register the securities.

4. If your business was formed in a state other than New Hampshire and you will not offer or sell ownership interests in New Hampshire, you should check Item 4. Your securities do not need to be registered nor do you need to seek an exemption from registration.

**Part III:** Check only **ONE** item in this part.

1. If your business IS NOT a) a corporation or b) a limited partnership that was formed in New Hampshire, then you should check this item. For example, if your business is a corporation that was formed in Delaware or some other state, you should check this item. In addition, if you are an owner of a limited liability company that was formed in New Hampshire, you should check this item since your business is not a New Hampshire corporation or limited partnership.
2. If your business IS a) a corporation or b) a limited partnership that was formed in New Hampshire, then state law requires that your articles of incorporation or certificate of limited partnership state whether capital stock, memberships, or interests will be sold or offered for sale. If your business is a New Hampshire corporation or limited partnership and your articles of incorporation or certificate of limited partnership contain the required statement, you should check this item.

**Part IV:** This is a statement certifying the accuracy of all the information contained in the Form SRA. Please note that we cannot accept photocopied signatures for this filing. All signatures must be original. Also, please make note of all of those who must sign this document:

- 1) ***ALL*** of the incorporators of ***a corporation to be formed***; OR
- 2) ***ONE*** executive officer of ***an existing corporation***; OR
- 3) ***ALL*** of the general partners or intended general partners of ***a limited partnership***; OR
- 4) ***ONE or MORE*** authorized members or managers of ***a limited liability company***; OR
- 5) ***ONE or MORE*** authorized partners of ***a registered limited liability partnership*** or ***foreign registered limited liability partnership***.